

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

June 15, 1999

IN RE:)	
PETITION FOR APPROVAL OF THE RESALE)	
AGREEMENT NEGOTIATED BY BELL SOUTH)	
TELECOMMUNICATIONS, INC. AND NORTH)	DOCKET NO. 99-00364
AMERICAN TELEPHONE NETWORK, L.L.C.)	
PURSUANT TO SECTIONS 251 AND 252 OF THE)	
TELECOMMUNICATIONS ACT OF 1996)	

ORDER APPROVING RESALE AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition of BellSouth Telecommunications, Inc. for approval of a Resale Agreement (the "Agreement") negotiated by and between BellSouth Telecommunications, Inc. and North American Telephone Network, L.L.C. The Petition for approval of the Agreement came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Agreement was considered at a regularly scheduled Authority Conference held on June 8, 1999, in Nashville, Tennessee before Chairman Melvin J. Malone, Director H. Lynn Greer, Jr., and Director Sara Kyle. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Agreement and made the following findings and conclusions:

- 1) The Agreement is in the public interest as it provides consumers with alternative sources of telecommunications services within the BellSouth Telecommunications, Inc. service area;

2) The Agreement is not discriminatory to telecommunications service providers that are not parties thereto;

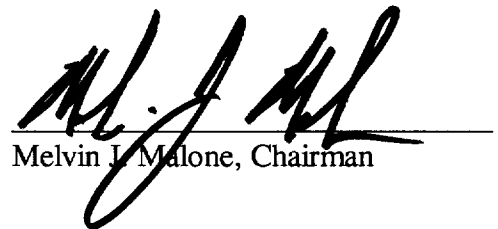
3) No party has sought intervention in this docket;

4) The approval of the Agreement is consistent with previous Authority decisions and orders; and

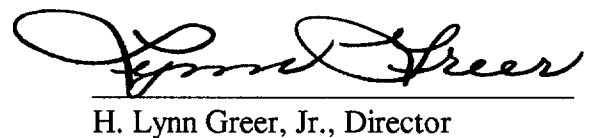
5) The Agreement is reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:

The Resale Agreement negotiated by and between BellSouth Telecommunications, Inc. and North American Telephone Network, L.L.C. is approved and is subject to the review of the Authority as provided herein.



Melvin I. Malone, Chairman

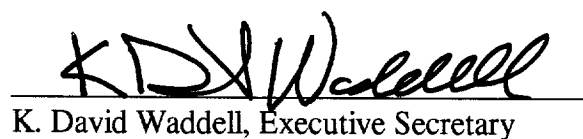


H. Lynn Greer, Jr., Director



Sara Kyle, Director

ATTEST:



K. David Waddell, Executive Secretary